

# **EXHIBIT PP**

**FORM 4**

Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue.  
*See Instruction 1(b).*

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

 OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2008  
 Estimated average burden hours per response... 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public  
 Utility Holding Company Act of 1935 or Section 30(f) of the  
 Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
<b>FAKAHANY AHMASS L</b>			<b>MERRILL LYNCH &amp; CO INC</b> <b>[ MER ]</b>				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Vice President</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line)			
<b>C/O MERRILL LYNCH &amp; CO., INC., 4 WORLD FINANCIAL CENTER</b>			<b>2/2/2007</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)							
<b>NEW YORK, NY 10080</b>										
(City)	(State)	(Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A) or (D)	Price				
Common Stock	2/6/2007		S	131	D	\$94.12		622111		D	
Common Stock	2/6/2007		S	1397	D	\$94.14		620714		D	
Common Stock	2/6/2007		S	218	D	\$94.15		620496		D	
Common Stock	2/6/2007		S	393	D	\$94.16		620103		D	
Common Stock	2/6/2007		S	262	D	\$94.17		619841		D	
Common Stock	2/6/2007		S	1397	D	\$94.18		618444		D	
Common Stock	2/6/2007		S	568	D	\$94.19		617876		D	
Common Stock	2/6/2007		S	4934	D	\$94.25		612942		D	
Common Stock	2/6/2007		S	44	D	\$94.26		612898		D	
Common Stock	2/6/2007		S	87	D	\$94.27		612811		D	
Common Stock	2/6/2007		S	306	D	\$94.28		612505		D	
Common Stock	2/6/2007		S	305	D	\$94.29		612200 (1)		D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option - Right to Acquire (2)	\$36.1718	2/2/2007		M	35594	(3)		1/29/2009	Common Stock	35594	\$0	0	D	

**Explanation of Responses:**

(1) This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of contributions, allocations or dividend reinvestments through Merrill Lynch plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.

(2) These stock options were granted under the Merrill Lynch & Co., Inc. Long Term Incentive Compensation Plan. Transactions under this Plan are exempt under the provisions of Rule 16b-3.

(3) All options are exercisable.

**Remarks:**

All reported positions have been rounded down to the nearest whole number.

This is Form 2 of 2 forms reporting transactions between 2/2/2007 and 2/6/2007 by this reporting person.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>FAKAHANY AHMASS L C/O MERRILL LYNCH &amp; CO., INC. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080</b>			<b>Executive Vice President</b>	

**Signatures**

**Ahmass L. Fakahany (By Pia K. Thompson, as agent)**

**2/6/2007**

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**FORM 4**

[ ] Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue.  
*See Instruction 1(b).*

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

 OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2008  
 Estimated average burden hours per response... 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public  
 Utility Holding Company Act of 1935 or Section 30(f) of the  
 Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>FAKAHANY AHMASS L</b>	<b>MERRILL LYNCH &amp; CO INC</b> <b>[ MER ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Vice President</b>
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
<b>C/O MERRILL LYNCH &amp; CO., INC., 4 WORLD FINANCIAL CENTER</b>	<b>2/2/2007</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>NEW YORK, NY 10080</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A) or (D)			
Common Stock	2/2/2007		M	35594	A	\$36.1719	714583	D	
Common Stock	2/2/2007		F	24119	D	\$94.615	690464	D	
Common Stock	2/5/2007		S	2098	D	\$94.35	688366	D	
Common Stock	2/5/2007		S	287	D	\$94.36	688079	D	
Common Stock	2/5/2007		S	3650	D	\$94.37	684429	D	
Common Stock	2/5/2007		S	259	D	\$94.38	684170	D	
Common Stock	2/5/2007		S	1322	D	\$94.39	682848	D	
Common Stock	2/5/2007		S	8852	D	\$94.4	673996	D	
Common Stock	2/5/2007		S	690	D	\$94.41	673306	D	
Common Stock	2/5/2007		S	431	D	\$94.42	672875	D	
Common Stock	2/5/2007		S	287	D	\$94.43	672588	D	
Common Stock	2/5/2007		S	1063	D	\$94.44	671525	D	
Common Stock	2/5/2007		S	5202	D	\$94.45	666323	D	
Common Stock	2/5/2007		S	1868	D	\$94.46	664455	D	
Common Stock	2/5/2007		S	1753	D	\$94.47	662702	D	
Common Stock	2/5/2007		S	2730	D	\$94.48	659972	D	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/5/2007		S		2184	D	\$94.49	657788	D	
Common Stock	2/5/2007		S		2472	D	\$94.5	655316	D	
Common Stock	2/5/2007		S		862	D	\$94.51	654454	D	
Common Stock	2/5/2007		S		2558	D	\$94.52	651896	D	
Common Stock	2/5/2007		S		1811	D	\$94.53	650085	D	
Common Stock	2/5/2007		S		546	D	\$94.54	649539	D	
Common Stock	2/5/2007		S		720	D	\$94.55	648819	D	
Common Stock	2/5/2007		S		86	D	\$94.56	648733	D	
Common Stock	2/5/2007		S		287	D	\$94.57	648446	D	
Common Stock	2/5/2007		S		747	D	\$94.59	647699	D	
Common Stock	2/5/2007		S		345	D	\$94.6	647354	D	
Common Stock	2/6/2007		G		266	D	\$0	647088	D	
Common Stock	2/6/2007		S		16114	D	\$94	630974	D	
Common Stock	2/6/2007		S		8732	D	\$94.1	622242	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

**Explanation of Responses:****Remarks:**

All reported positions have been rounded down to the nearest whole number.

This is Form 1 of 2 forms reporting transactions between 2/2/2007 and 2/6/2007 by this reporting person.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAKAHANY AHMASS L C/O MERRILL LYNCH & CO., INC.				
4 WORLD FINANCIAL CENTER NEW YORK, NY 10080			Executive Vice President	

**Signatures**

Ahmass L. Fakahany (By Pia K. Thompson, as agent)

2/6/2007

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.